

FILE NOW: FILING FEE AFTER MAY 1 IS \$550.00

FILED

May 01 1997 8:00am  
Secretary of State

|                                                |                                                                                   |                                                                                                   |
|------------------------------------------------|-----------------------------------------------------------------------------------|---------------------------------------------------------------------------------------------------|
| PROFIT<br>CORPORATION<br>ANNUAL REPORT<br>1997 |  | FLORIDA DEPARTMENT OF STATE<br>Sandra B. Morham<br>Secretary of State<br>DIVISION OF CORPORATIONS |
|------------------------------------------------|-----------------------------------------------------------------------------------|---------------------------------------------------------------------------------------------------|

DOCUMENT # *P95000069135*  
1. Corporation Name  
**BRIGHTWATER PROPERTIES, INC.**

|                                                                                                               |                                                                                                   |
|---------------------------------------------------------------------------------------------------------------|---------------------------------------------------------------------------------------------------|
| Principal Place of Business<br><b>BRIGHTWATER PROPERTIES, INC.<br/>430 HUTTONWOOD LANE<br/>LARGO FL 34640</b> | Mailing Address<br><b>BRIGHTWATER PROPERTIES, INC.<br/>430 HUTTONWOOD LANE<br/>LARGO FL 34640</b> |
|---------------------------------------------------------------------------------------------------------------|---------------------------------------------------------------------------------------------------|

|                                                                                                                                                              |                                                                                                                                                                               |                                                        |                                              |                                                                       |                                                                                                 |                                                                                                                       |                                                                                                                                                             |
|--------------------------------------------------------------------------------------------------------------------------------------------------------------|-------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|--------------------------------------------------------|----------------------------------------------|-----------------------------------------------------------------------|-------------------------------------------------------------------------------------------------|-----------------------------------------------------------------------------------------------------------------------|-------------------------------------------------------------------------------------------------------------------------------------------------------------|
| 2. Principal Place of Business<br>21 <b>11580 OAKHURST ROAD</b><br>Suite, Apt. #, etc.<br>22<br>City & State<br>23 <b>LARGO FL</b><br>Zip<br>24 <b>33774</b> | 2a. Mailing Address<br>26 <b>11580 OAKHURST ROAD</b><br>Suite, Apt. #, etc.<br>27<br>City & State<br>28 <b>LARGO FL</b><br>Zip<br>29 <b>33774</b><br>Country<br>30 <b>USA</b> | 3. Date Incorporated or Qualified<br><b>9 - 5 - 95</b> | 3a. Date of Last Report<br><b>4 - 3 - 96</b> | 4. FEI Number<br><b>59 - 3342464</b><br>Applied For<br>Not Applicable | 5. Certificate of Status Desired <input type="checkbox"/> <b>\$8.75 Additional Fee Required</b> | 6. Election Campaign Financing<br>Trust Fund Contribution <input type="checkbox"/> <b>\$5.00 May Be Added to Fees</b> | 8. This corporation has liability for intangible tax under s. 199.032, Florida Statutes <input checked="" type="checkbox"/> Yes <input type="checkbox"/> No |
|--------------------------------------------------------------------------------------------------------------------------------------------------------------|-------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|--------------------------------------------------------|----------------------------------------------|-----------------------------------------------------------------------|-------------------------------------------------------------------------------------------------|-----------------------------------------------------------------------------------------------------------------------|-------------------------------------------------------------------------------------------------------------------------------------------------------------|

9. Name and Address of Current Registered Agent

**LYONS, GARY W.  
311 S. MISSOURI AVE  
CLEARWATER FL 34616**

10. Name and Address of New Registered Agent

|                                                       |             |
|-------------------------------------------------------|-------------|
| 81 Name                                               | 85 Zip Code |
| 82 Street Address (P.O. Box Number is Not Acceptable) |             |
| 83                                                    |             |
| 84 City                                               | <b>FL</b>   |

11. Pursuant to the provisions of Sections 607.0502 and 607.1508, Florida Statutes, the above-named corporation submits this statement for the purpose of changing its registered office or registered agent, or both, in the State of Florida. Such change was authorized by the corporation's board of directors. I hereby accept the appointment as registered agent I am familiar with, and accept the obligations of, Section 607.0505, Florida Statutes.

SIGNATURE

Signature: Typed or printed name of registered agent and title if applicable

(NOTE: Registered Agent signature required when reappointing)

DATE

|                                                |                                                                                                         |                                                                |                                                                                                                                                      |
|------------------------------------------------|---------------------------------------------------------------------------------------------------------|----------------------------------------------------------------|------------------------------------------------------------------------------------------------------------------------------------------------------|
| 12. OFFICERS AND DIRECTORS                     |                                                                                                         | 13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12          |                                                                                                                                                      |
| TITLE<br>NAME<br>STREET ADDRESS<br>CITY-ST-ZIP | <b>P<br/>JAMES C. MERCER<br/>430 HUTTONWOOD LANE<br/>LARGO FL 34640</b> <input type="checkbox"/> DELETE | 1.1 TITLE<br>1.2 NAME<br>1.3 STREET ADDRESS<br>1.4 CITY-ST-ZIP | <b>C<br/>JAMES C. MERCER<br/>430 HUTTONWOOD LANE<br/>LARGO FL 33774</b> <input checked="" type="checkbox"/> Change <input type="checkbox"/> Addition |
| TITLE<br>NAME<br>STREET ADDRESS<br>CITY-ST-ZIP | <input type="checkbox"/> DELETE                                                                         | 2.1 TITLE<br>2.2 NAME<br>2.3 STREET ADDRESS<br>2.4 CITY-ST-ZIP | <b>P<br/>MARK W. TONG<br/>11580 OAKHURST ROAD<br/>LARGO FL 33774</b> <input type="checkbox"/> Change <input checked="" type="checkbox"/> Addition    |
| TITLE<br>NAME<br>STREET ADDRESS<br>CITY-ST-ZIP | <input type="checkbox"/> DELETE                                                                         | 3.1 TITLE<br>3.2 NAME<br>3.3 STREET ADDRESS<br>3.4 CITY-ST-ZIP | <input type="checkbox"/> Change <input type="checkbox"/> Addition                                                                                    |
| TITLE<br>NAME<br>STREET ADDRESS<br>CITY-ST-ZIP | <input type="checkbox"/> DELETE                                                                         | 4.1 TITLE<br>4.2 NAME<br>4.3 STREET ADDRESS<br>4.4 CITY-ST-ZIP | <input type="checkbox"/> Change <input type="checkbox"/> Addition                                                                                    |
| TITLE<br>NAME<br>STREET ADDRESS<br>CITY-ST-ZIP | <input type="checkbox"/> DELETE                                                                         | 5.1 TITLE<br>5.2 NAME<br>5.3 STREET ADDRESS<br>5.4 CITY-ST-ZIP | <input type="checkbox"/> Change <input type="checkbox"/> Addition                                                                                    |
| TITLE<br>NAME<br>STREET ADDRESS<br>CITY-ST-ZIP | <input type="checkbox"/> DELETE                                                                         | 6.1 TITLE<br>6.2 NAME<br>6.3 STREET ADDRESS<br>6.4 CITY-ST-ZIP | <input type="checkbox"/> Change <input type="checkbox"/> Addition                                                                                    |

*Handwritten:* RW 5-1-97

**800002165288  
-05/05/97--01022--053  
\*\*\*165.00**

14. I do hereby certify that the information supplied with this filing does not qualify for the exemption stated in Section 119.07(3)(i), Florida Statutes. I further certify that the information indicated on this annual report or supplemental annual report is true and accurate and that my signature shall have the same legal effect as if made under oath; that I am an officer or director of the corporation or the receiver or trustee empowered to execute this report as required by Chapter 607, Florida Statutes; and that my name appears in Block 12 or Block 13 if changed, or on an attachment with an address.

SIGNATURE: *Mark W. Tong* **Mark W. Tong, Pres.** *4-25-97* **813-595-6110**  
SIGNATURE AND TYPED OR PRINTED NAME OF SIGNING OFFICER OR DIRECTOR Date Daytime Phone #

CR2E034 (9/96)